
*This tariff, Kentucky Tariff No. 10, issued by Talk America Inc. d/b/a Cavalier Telephone
cancels and replaces Kentucky Tariff No. 6 issued by Talk America Inc. in its entirety.*

INTEREXCHANGE TELECOMMUNICATIONS TARIFF
OF KENTUCKY

TALK AMERICA INC.

d/b/a

Cavalier Telephone

This tariff is filed in accordance with the Kentucky Public Service Commission. All services contained in this tariff are competitive.

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service and facilities for interexchange telecommunications services provided by Talk America, Inc. d/b/a Cavalier Telephone within the State of Kentucky. This tariff is on file with the Kentucky Public Service Commission. Copies may be inspected during normal business hours at the Company's principal place of business.

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
2134 W. Laburnum
Richmond, Virginia 23227

Effective:

April 12, 2007

3/12/2007

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CHECK SHEET

Sheets of this tariff are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date of the bottom of this page.

<u>SHEET</u>	<u>REVISION</u>		<u>SHEET</u>	<u>REVISION</u>	
1	Original	*	33	Original	*
2	Original	*	34	Original	*
3	Original	*	35	Original	*
4	Original	*	36	Original	*
5	Original	*	37	Original	*
6	Original	*	38	Original	*
7	Original	*	39	Original	*
8	Original	*	40	Original	*
9	Original	*	41	Original	*
10	Original	*	42	Original	*
11	Original	*	43	Original	*
12	Original	*	44	Original	*
13	Original	*	45	Original	*
14	Original	*	46	Original	*
15	Original	*	47	Original	*
16	Original	*	48	Original	*
17	Original	*	49	Original	*
18	Original	*	50	Original	*
19	Original	*	51	Original	*
20	Original	*	52	Original	*
21	Original	*	53	Original	*
22	Original	*	54	Original	*
23	Original	*	55	Original	*
24	Original	*	56	Original	*
25	Original	*	57	Original	*
26	Original	*	58	Original	*
27	Original	*	59	Original	*
28	Original	*	60	Original	*
29	Original	*	61	Original	*
30	Original	*	62	Original	*
31	Original	*			
32	Original	*			

**Included with this filing.*

Issued: March 12, 2007
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Effective:



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SYMBOLS

The following symbols are used for the purposes indicated below:

- C - Changed Regulation.
- D - Delete or discontinue.
- I - Increase to a rate.
- M - Moved from another tariff location.
- N - New.
- R - Reduction to a rate.
- T - Change in text but no change in rate or regulation.

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Effective:

April 12, 2007

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TARIFF FORMAT

A. Sheet Numbering - Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.

B. Sheet Revision Numbers - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the Kentucky Public Service Commission. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the Kentucky Public Service Commission follows in its tariff approval process, the most current sheet number on file with the Commission is not always the tariff in effect. Consult the Check Sheet for the sheet currently in effect.

C. Paragraph Numbering Sequence - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:

2.
2.1
2.1.1
2.1.1.A.
2.1.1.A.1.
2.1.1.A.1.(a)
2.1.1.A.1.(a).I.
2.1.1.A.1.(a).I.(i).
2.1.1.A.1.(a).I.(i).(1)

D. Check Sheets - When a tariff filing is made with the Kentucky Public Service Commission, an updated Check Sheet accompanies the tariff filing. The Check Sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new pages are added, the Check Sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this page if these are the only changes made to it (i.e., the format, etc. remain the same, just revised revision levels on some pages.) The tariff user should refer to the latest Check Sheet to find out if a particular sheet is the most current on file with the Kentucky Public Service Commission.

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Richmond, Virginia 23227

Effective:

April 12, 2007

3/12/2007

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the customer's location to a Talk America switching center or point of presence.

Account Codes - Optional, customer defined digits that allow the customer to identify the individual user, department, or client associated with a call.

Authorized User - A person, firm, corporation, or any other entity authorized by the Customer to communicate utilizing the Carrier's service.

Call - A completed connection established between a calling station and one or more called stations.

Customer - The person, firm, corporation, or other entity which orders, cancels, amends, or uses service and is responsible for payment of charges and compliance with the Company's tariff.

Company or Carrier - Talk America Inc. d/b/a Cavalier Telephone, unless otherwise clearly indicated by the context.

Holidays - The Company observes the following holidays for specific products: New Years Day, Independence Day, Labor Day, Thanksgiving Day, and Christmas Day.

LEC - Local Exchange Company.

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Effective:

April 12, 2007



SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS, (Cont'd.)

Special Access Origination - Where originating access between the customer and the interexchange carrier is provided on dedicated circuits. The cost of these dedicated circuits is billed by the access provider directly to the end user.

Switched Access Origination - Where originating access between the customer and the interexchange carrier is provided on local exchange company Feature Group circuits and the connection to the customer is a LEC-provided business or residential access line. The cost of switched Feature Group access is billed to the interexchange carrier.

Travel Card - A proprietary calling card offered by the Company which enables the Customer to use the Company's service by dialing a Company-provided access number.

V & H Coordinates - Geographic points which define the originating and terminating points of a call in mathematical terms so that the airline mileage of the call may be determined. Call mileage is used for the purpose of rating calls.

Issued: March 12, 2007
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Effective:

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SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of the Company

The Company's services and facilities are furnished for communications originating at specified points within the State of Kentucky under terms of this tariff.

The Company undertakes to provide the services offered in this tariff in accordance with the terms and conditions set forth under this tariff. The Company may act as the Customer's agent for ordering access connection facilities provided by other carriers or entities, when authorized by the Customer, to allow connection of a Customer's location to the Company. The Customer shall be responsible for all charges due for such service arrangement.

The Company's services and facilities are provided on a monthly basis unless otherwise provided, and are available twenty-four hours per day, seven days per week.

2.2 Limitations

2.2.1 Service is offered subject to the availability of the necessary facilities and equipment, or both facilities and equipment, and subject to the provisions of this tariff.

2.2.2 The Company reserves the right to discontinue or limit service when necessitated by conditions beyond its control, or when the Customer is using service in violation of provisions of this tariff, or in violation of the law.

2.2.3 The Company does not undertake to transmit messages, but offers the use of its facilities when available, and will not be liable for errors in transmission or for failure to establish connections.

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Effective:

April 12, 2007



SECTION 2 - RULES AND REGULATIONS, (Cont'd.)

2.2 Limitations, (Cont'd.)

2.2.4 All facilities provided under this tariff are directly controlled by the Company and the Customer may not transfer or assign the use of service or facilities without the express written consent of the Company. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.

2.2.5 Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions of service.

2.3 Use

Services provided under this tariff may be used for any lawful purpose for which the service is technically suited.

2.4 Liabilities of the Company

2.4.1 The Company's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in transmission which occur in the course of furnishing service or facilities, in no event shall exceed an amount equivalent to the proportionate charge to the Customer for the period during which the faults in transmission occur.

2.4.2 The Company shall not be liable for claim or loss, expense or damage (including indirect, special or consequential damage) , for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff, if caused by any person or entity other than the

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Effective:

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SECTION 2 - RULES AND REGULATIONS, (Cont'd.)

2.4 Liabilities of Company, (Cont'd.)

2.4.2 (Cont'd.)

Company, by any malfunction of any service or facility provided by any other carrier, by an act of God, fire, war, civil disturbance, or act of government, or by any other cause beyond the Company's direct control.

2.4.3 The Company shall not be liable for, and shall be fully indemnified and held harmless by Customer against any claim or loss, expense, or damage (including indirect, special or consequential damage) for defamation, libel, slander, invasion, infringement of copy-right or patent, unauthorized use of any trademark, tradename, or service mark, unfair competition, interference with or misappropriation or violation of any contract, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data, information, or other content revealed to, transmitted, or used by the Company under this tariff; or for any act or omission of the Customer; or for any personal injury or death of any person caused directly or indirectly by the installation, maintenance, location, condition, operation, failure, presence, use or removal of equipment or wiring provided by the Company, if not directly caused by negligence of the Company.

2.4.4 No agent or employee of any other carrier shall be deemed to be an agent or employee of the Company.

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Effective:

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SECTION 2 - RULES AND REGULATIONS, (Cont'd.)

2.4 Liabilities of Company, (Cont'd.)

- 2.4.5 The Company shall not be liable for any defacement of or damages to the premises of a Customer resulting from the furnishing of service which is not the direct result of the Company's negligence. Acceptance by the Commission of the liability provisions contained in this tariff does not constitute its determination that the limitation of liability imposed by the company should be upheld in a court of law, but the recognition that, as it is the duty of the courts to adjudicate negligence claims and rights to recover damages therefore, so it is the duty of the courts to determine the validity of the exculpatory provisions of this tariff.

No third party provider or their directors, officers or employees that are directly or indirectly associated with the Company's performance of our services shall be liable to the Customer for any special, indirect, incidental, consequential, reliance, exemplary, punitive or other damages arising out of a service failure.

2.5 Deposits

The Company does not require a deposit from the Customer.

2.6 Advance Payments

The Company does not require any advance payments from the Customer.

2.7 Taxes and Fees

- 2.7.1 All state and local taxes (i.e., gross receipts tax, sales tax, municipal utilities tax) are listed as separate line items on the Customer's bill and are not included in the quoted rates and charges set forth in this tariff.
- 2.7.2 To the extent that a municipality, other political subdivision or local agency of government, or Commission imposes upon and collects from the Company a gross receipts tax, occupation tax, license tax, permit fee, franchise fee, or regulatory fee, such taxes and fees shall, insofar as practicable and allowed by law, be billed pro rata to Customers receiving service from the Company within the territorial limits of such municipality, other political subdivision or local agency of government.

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SECTION 2 - RULES AND REGULATIONS, (Cont'd.)

2.7 Taxes and Fees, (Cont'd.)

2.7.3 The Company may adjust its rates and charges or impose additional rates and charges on its Customers in order to recover amounts it is required by governmental or quasi-governmental authorities to collect from or pay to others in support of statutory or regulatory programs.

A. Public Pay Telephone Surcharge

In order to recover the Company's expenses to comply with the FCC's pay telephone compensation plan effective on October 7, 1997 (FCC 97-371), an undiscountable per call charge is applicable to all interstate, intrastate and international calls that originate from any domestic pay telephone used to access the Company's services. The Public Pay Telephone Surcharge, which is in addition to standard tariffed usage charges and any applicable service charges and surcharges associated with the Company's service, applies for the use of the instrument used to access the Company service and is unrelated to the Company's service accessed from the pay telephone.

Pay telephones include coin-operated and coinless phones owned by local telephone companies, independent companies and other interexchange carriers. The Public Pay Telephone Surcharge applies to the initial completed call and any reoriginated call (i.e., using the "#" symbol).

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SECTION 2 - RULES AND REGULATIONS, (Cont'd.)

2.7 Taxes and Fees, cont'd

A. Public Pay Telephone Surcharge, cont'd.

Whenever possible, the Public Pay Telephone Surcharge will appear on the same invoice containing the usage charges for the surcharged call. In cases where proper pay telephone coding digits are not transmitted to the Company prior to completion of a call, the Public Pay Telephone Surcharge may be billed on a subsequent invoice after the Company has obtained information from a carrier that the originating station is an eligible pay telephone.

The Public Pay Telephone Surcharge does not apply to calls placed from pay telephones at which the Customer pays for service by inserting coins during the progress of the call.

Rate per Call, maximum \$0.39

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SECTION 2 - RULES AND REGULATIONS, (Cont'd.)

2.8 Terminal Equipment

The Company's facilities and service may be used with or terminated in Customer-provided terminal equipment or Customer-provided communications systems, such as a PBX, key system, or Pay Telephone. Such terminal equipment shall be furnished and maintained at the expense of the Customer, except as otherwise provided. The Customer is responsible for all costs at his or her premises, including personnel, wiring, electrical power, and the like, incurred in the use of the Company's service. When such terminal equipment is used, the equipment shall comply with the generally accepted minimum protective criteria standards of the telecommunications industry as endorsed by the Federal Communications Commission.

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Effective: April 12, 2007



SECTION 2 - RULES AND REGULATIONS, (Cont'd.)

2.9 Installation

Service is installed upon mutual agreement between the Customer and the Company.

2.10 Payment for Service

The Customer is responsible for payment of all charges for services and equipment furnished to the Customer or to an Authorized User of the Customer by the Company. All charges due by the Customer are payable to the Company or to the Company's authorized billing agent. Terms of payment shall be according to the rules and regulations of the billing agent and subject to the rules of regulatory agencies, such as the Kentucky Public Service Commission. Any objections to billed charges must be reported to the Company or its billing agent. Adjustments to Customer's bills shall be made to the extent that circumstances exist which reasonably indicate that such changes are appropriate.

The Company's bills are due upon receipt. Amounts not paid within 30 days from the due date of the invoice will be considered past due. A late fee of \$5.00 plus 1.5% per month (or the maximum amount allowed by law, whichever is lower) may apply to any unpaid and past due balance. The late fee may be charged by the Company directly or by the Company's billing service provider. If a Customer presents an undue risk of nonpayment at any time, the Company may require that Customer to pay its bills within a specified number of days and to make such payments in cash or the equivalent of cash.

2.10.1 SpeedPay

If the Customer's account is delinquent or when the Customer calls the Company's business office to make payment arrangement, the Customer will be given the option to pay via electronic payment system, SpeedPay. The Customer electing SpeedPay will be notified in advance of an additional SpeedPay processing fee of \$5.00. The Customer whose service has been disconnected may be required to reestablish service using SpeedPay and will be assessed the \$5.00 SpeedPay processing fee.

2.10.2 Return Check Charge

The Company reserves the right to assess a charge of \$25 whenever a check or draft presented for payment of service is not accepted by the institution upon which it is written.

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SECTION 2 - RULES AND REGULATIONS, (Cont'd.)

2.11 Cancellation by Customer

Customer may cancel service by providing 3 working days' notice in person, in writing or by telephone to the Company.

2.12 Interconnection

Service furnished by the Company may be connected with the services or facilities of other carriers. Such service or facilities, if used, are provided under the terms, rates, and conditions of the other carrier. The Customer is responsible for all charges billed by other carriers for use in connection with the Company's service. Any special interface equipment or facilities necessary to achieve compatibility between carriers is the responsibility of the Customer.

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SECTION 2 - RULES AND REGULATIONS, (Cont'd.)

2.13 Refusal or Discontinuance by Company

The Company may refuse or discontinue service under the following conditions provided that, unless otherwise stated, the Customer will be given 15 days notice to comply with any rule or remedy any deficiency:

- (a) For non-compliance with or violation of any State, municipal, or Federal law, ordinance, or regulation pertaining to telephone service.
- (b) For the use of telephone service for any other property or purpose other than that described in the application.
- (c) For neglect or refusal to provide reasonable access to the Company or its agents for the purpose of inspection and maintenance of equipment owned by the Company or its agents.
- (d) For noncompliance with or violation of Commission regulations or the company's rules and regulations on file with the Commission, provided five (5) days' written notice is given before termination.
- (e) For nonpayment of bills, provided that suspension or termination of service shall not be made without five (5) days written notice of intent to terminate service for non-payment to the Customer, but not before twenty (20) after the mailing date of the original bill.
- (f) Without notice in the event of a dangerous condition exists or for fraudulent or illegal use of service.

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Effective:



SECTION 2 - RULES AND REGULATIONS, (Cont'd.)

2.13 Refusal or Discontinuance by Company, (Cont'd.)

- (h) Without notice in the event of unauthorized or fraudulent use of service. Whenever service is discontinued for fraudulent use of service, the Company may, before restoring service, require the Customer to make, at his or her own expense, all changes in facilities or equipment necessary to eliminate illegal use and to pay an amount reasonably estimated as the loss in revenues resulting from such fraudulent use.
- (i) Without notice by reason of any order or decision of a court or other government authority having jurisdiction which prohibits carrier from furnishing such services.
- (j) For periods of inactivity over sixty (60) days.

2.14 Interruption of Service

Credit allowances for interruptions of service which are not due to the Carrier's testing or adjusting, to the negligence of the Customer, or to the failure of channels, equipment or communications systems provided by the Customer, are subject to the general liability provisions set forth in Section 2.4 herein. It shall be the obligation of the Customer to notify carrier immediately of any interruption in service for which a credit allowance is desired by Customer. Before giving such notice, Customer shall ascertain that the trouble is not within his or her control, or is not in wiring or equipment, if any, furnished by Customer and connected to Carrier's terminal. Interruptions caused by Customer-provided or Carrier-provided automatic dialing equipment are not deemed an interruption of service as defined herein since the customer has the option of using the long distance network via local exchange company access.

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Effective: April 12, 2007



SECTION 2 - RULES AND REGULATIONS, (Cont'd.)

2.15 Inspection, Testing, and Adjustment

Upon reasonable notice, the facilities provided by the Carrier shall be made available to the Carrier for tests and adjustments as may be deemed necessary by the Carrier for maintenance. No interruption allowance will be granted for the time during which such tests and adjustments are made.

2.16 Tests, Pilots, Promotional Campaigns and Contests

The Carrier may conduct special tests or pilot programs and promotions at its discretion to demonstrate the ease of use, quality of service and to promote the sale of its services. The Carrier may also waive a portion of all processing fees or installation fees for winner of contests and other occasional promotional events sponsored or endorsed by the Carrier. From time to time the Company may waive all processing fees for a Customer. All special promotions will be filed with and approved by the Commission prior to implementation.

2.17 Reservation of Toll Free "800/888" Numbers

The Company will make every effort to reserve Toll Free "800/888" vanity numbers for customers, but makes no guarantee or warranty that the requested number(s) will be available.

2.18 Portability of Toll Free "800/888" Numbers

The Company will participate in porting Toll Free "800/888" numbers only if the account balance is zero and all charges incurred as a result of the Toll Free "800/888" number have been paid.

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Effective:



SECTION 3 - DESCRIPTION OF SERVICE

3.1 Timing of Calls

- 3.2.1 Long distance usage charges are based on the actual usage of the Company's network. Chargeable time begins when a connection is established between the calling station and the called station. Chargeable time ends when either party "hangs up" thereby releasing the network connection.
- 3.2.2 Minimum call duration is specified for each product in Section 4 of this tariff.
- 3.2.3 Unless otherwise specified in this tariff, after the initial minimum period usage is beyond the minimum call duration is measured and rounded to the next higher six second increment for billing purposes. The initial minimum period for each product is specified in Section 4 of this tariff.

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SECTION 3 - DESCRIPTION OF SERVICE, (Cont'd.)

3.2 Calculation of Distance

Usage charges for all mileage sensitive products are based on the airline distance between the serving wire center locations associated with the originating and terminating points of the call.

The distance between the originating and terminating points is calculated by using the "V" and "H" coordinates of the serving wire centers as defined by BellCore (Bell Communications Research), in the following manner:

Step 1 - Obtain the "V" and "H" coordinates for the serving wire center of the Customer's switch and the destination point.

Step 2 - Obtain the difference between the "V" coordinates of each of the serving wire centers. Obtain the difference between the "H" coordinates.

Step 3 Square the differences obtained in Step 2.

Step 4 Add the squares of the "V" difference and "H" difference obtained in Step 3.

Step 5 - Divide the sum of the square obtained in Step 4 by ten (10) . Round to the next higher whole number if any fraction results from the division.

Step 6 - Obtain the square root of the whole number obtained in Step 5. Round to the next higher whole number if any fraction is obtained. This is the distance between the originating and terminating serving wire centers of the call.

Formula:

$$\sqrt{\frac{(V_1 - V_2)^2 + (H_1 - H_2)^2}{10}}$$

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SECTION 3 - DESCRIPTION OF SERVICE, (Cont'd.)

3.3 Schedule A

This long distance service applies to customers who access the Company via local exchange company provided switched access. For billing purposes call timing is rounded up to the nearest six (6) second increment after the initial minimum period of eighteen (18) seconds. In addition to the applicable usage charges, calls placed using Travel Card access also incur a fixed service charge per completed call.

3.4 Schedule B

This long distance service applies to customers who access the Company via dedicated special access channels. For billing purposes call timing is rounded up to the nearest six (6) second increment after the initial minimum period of eighteen (18) seconds.

3.5 Switched Inbound Service

Switched Toll-Free Service provides an in-bound calling service to the Company's Customers. The Company's Customer is billed for each toll-free (i.e., 800/888) call, rather than the call originator. Calls terminate to the Company's Customer via switched access lines. For billing purposes, call timing is rounded up to the nearest six (6) second increment after the initial minimum period of eighteen (18) seconds.

3.6 Dedicated Inbound Service

Dedicated Toll-Free Service provides an in-bound customer provided calling service to the Company's Customers. The Company's Customer is billed for each toll-free (i.e., 800/888) call, rather than the call originator. Calls terminate to the Company's Customer via customer-provided dedicated access lines. For billing purposes, call timing is rounded up to the nearest six (6) second increment after the initial minimum period of eighteen (18) seconds.

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SECTION 3 - DESCRIPTION OF SERVICE, (Cont'd.)

3.7 Non-Subscriber Calling

Non-subscriber calling is a specialized service allowing Customers to access the Company's network by using the Carrier's access code.

Per Minute Usage Charges are based on airline mileage as calculated using the formula found in Section 3.2 of this tariff. All calls are rounded to the next higher full minute with a minimum billing of one minute per call.

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SECTION 3 - DESCRIPTION OF SERVICE, (Cont'd.)

3.8 Marketing Partnership Long Distance Savings Plan

Marketing Partnership Long Distance Savings Plan (MP LDSP) is offered to Customers who subscribe to service through a participating Internet Service Provider (ISP) or other Marketing Partnership (e.g. AOL Long Distance Savings Plan). The participating marketing partner must have a previously established partnership agreement with the Company. The Customer is billed for each call placed using MP LDSP. Each call is billed in one minute increments. The minimum call duration for billing purposes is one minute. The Customer has access to call detail and billing records only on-line through the participating marketing partner and billing is handled through commercial credit card payment arrangements. No minimum usage charges apply to this service. A monthly recurring charge applies for each toll-free number assigned. Optional Travel Service is also available. Travel Service is accessed via a toll-free number provided by the Company. Fractional charges are rounded up to the next highest penny on a per call basis.

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Effective: April 12, 2007



SECTION 3 - DESCRIPTION OF SERVICE, (Cont'd.)

3.9 Talk America Plan 1

Talk America Plan 1 is offered to Business Customers for outbound and toll-free inbound calling from/to presubscribed switched lines. The account may be used for interstate, international or intrastate calling. Travel Card service is offered in conjunction with Talk America Plan 1. A per call service charge applies to each completed Travel Card call.

Service is initiated through a qualified Talk America sales agent. Charges are billed via a valid commercial credit card. Call detail and billing records are available on-line via the Talk America web site.

The usage rate for each call is determined by the minimum monthly usage level selected by the Customer. When the Customer's total billing in any monthly billing cycle falls below the selected minimum monthly usage level, the minimum monthly usage fee applies instead of the actual usage charges. Interstate, outbound and inbound (toll-free), international and intrastate outbound and inbound (toll-free) and Travel Card usage, Travel Card per call service charges, and monthly recurring charges apply toward meeting the minimum monthly usage commitment. A term commitment of six (6) months applies to the minimum monthly usage level of \$150.

Calls are billed in six (6) second increments after an initial minimum call duration of thirty (30) seconds. Fractional call charges are rounded up to the next penny.

3.9.1 Early Termination Penalty

When the Customer elects a \$150 minimum monthly usage level that requires a six (6) month term commitment and cancels service prior to fulfillment of the term commitment, a term penalty is immediately applied to the Customer's bill. The term penalty is a one-time charge equal to the minimum monthly usage commitment level multiplied by the number of months remaining in the term. Early termination penalties will be specified in any written contract or service agreement.

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
2134 W. Laburnum
Richmond, Virginia 23227

Effective: April 12, 2007



SECTION 3 - DESCRIPTION OF SERVICE, (Cont'd.)

3.10 Talk America Plan 2

Talk America 2 is offered to Residential Customers for outbound and toll-free inbound calling from/to presubscribed switched lines. The account may be used for interstate, international or intrastate calling. Travel Card service is offered in conjunction with Talk America Plan 2 service. A per call service charge applies to each completed Travel Card service call.

Service is initiated via internet registration or through a qualified Talk America sales agent. Charges are billed via a valid commercial credit card. Call detail and billing records are available on-line via the Talk America web site.

Calls are billed in one (1) minute increments after an initial minimum call duration of one (1) minute. Fractional call charges are rounded up to the next penny.

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Richmond, Virginia 23227

Effective:



SECTION 3 - DESCRIPTION OF SERVICE, (Cont'd.)

3.11 Operator Services

Operator Services are offered to Customers. Operator Services allow Customers and Consumers to place calls using operator assistance for call completion or billing.

Usage charges and an appropriate service charge will be assessed on a per call basis, as stated in this tariff. For calls made using a telephone company card, acceptance of the card will be dependent upon the Company's ability to verify the card as valid. Only those cards accepted by the Company may be used for Operator Services. The Company reserves the right to verify acceptance of charge prior to billing charges to a third party number.

- 3.11.1 Operator services may be used by the presubscribed Customer and by the Aggregator and their respective Consumers (i.e., patrons, guests, invitees or employees) to complete Person-to-Person, Collect, Third-Party, and/or Calling Card calls.
- 3.11.2 Charges for Operator Assisted Calls include two components: a usage-sensitive component based upon the time-of-day rate period, mileage, and duration of the call; and a fixed service charge based upon the type of operator service provided.
- 3.11.3 The usage-sensitive portion of the charge for an Operator Assisted Call is set forth in Section 4.9.1 below.
- 3.11.4 The fixed service charge portions of the charge for an Operator Assisted Call is set forth in Sections 4.9.2 below.
- 3.11.5 The Company shall not bill the Customer for any surcharges or fees imposed by the Aggregator. With respect to charges imposed by the Aggregator for the use of the telephone, the Aggregator is responsible for charging a flat rate and for posting of the charge in plain view at each telephone.

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By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Effective:



SECTION 3 - DESCRIPTION OF SERVICE, (Cont'd.)

3.11 Operator Services, *cont'd.*

- 3.11.6 Service may be suspended by the Company, without notice to the Customer or the Aggregator, by blocking traffic to certain countries, cities, or NXX exchanges, or by blocking calls using certain Customer Authorization Codes, Calling Cards or credit cards, when the Company deems it necessary to take such action to prevent unlawful use of service. The Company shall restore service as soon as it can be provided without undue risk, and shall, upon request by the Customer affected, assign a new Authorization Code to replace the one that has been deactivated. The Company reserves the right to validate the credit worthiness of Customers through available credit card, Calling Card, called number, Third Party telephone number and room number verification procedures. Where a requested billing method cannot be validated, the Customer/Consumer may be required to provide an acceptable alternate billing method or the Company may refuse to place the call.
- 3.11.7 The Aggregator is responsible for payment of the Company's charges for all calls placed from the Aggregator's Premises except for Collect, Third Party, Calling Card and credit card calls. The Calling Card or credit card holder or local exchange company service subscriber is responsible for payment of the Company's charges for all calls billed to a Calling Card, credit card or a telephone line number, respectively.

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Richmond, Virginia 23227

Effective: April 12, 2007



SECTION 3 - DESCRIPTION OF SERVICE, (Cont'd.)

3.12 Residential Bundled Long Distance Service

Bundled Long Distance Service is offered to residential Customers who purchase local and long distance service from the Company in a bundled package. Fixed monthly charges and number of minutes included in the monthly call allowance are found in the Company's local tariff for each particular bundle. Travel Card service is offered in conjunction with Bundled Long Distance Service. A per call service charge applies to each completed Travel Card call.

When a Residential Bundled Long Distance Service Customer discontinues the local portion of service, but continues to choose the Company's long distance service, the Customer will be charged rates as set forth in Section 4.10 in this Tariff.

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
2134 W. Laburnum
Richmond, Virginia 23227

Effective:



SECTION 3 - DESCRIPTION OF SERVICE, (Cont'd.)

3.13 Local Exchange Carrier Connected Service

This service applies to Customers who select the Company as their interLATA or intraLATA carrier through a local exchange carrier without contacting the Company to select a calling plan. Each call will be billed in one minute increments with a minimum call duration of one minute for billing purposes. The applicable rate is the usage rate specified below, in addition to all other applicable service charges and surcharges specified in this tariff.

3.14 Business Standard Discount Service

Business Standard Discount Service is a long distance service offered to new business Customers who also subscribe to the Company's local service. Calls are billed in one minute increments following an initial billing period of one minute.

3.15 3.9 Cent Long Distance Plan

The 3.9 Cent Long Distance Plan is available to business and residential Customers for outbound calling from lines presubscribed to the Company. Calls are billed in one minute increments after an initial minimum call duration of one minute. To be eligible for this plan, Customers must accept the credit card billing option.

A minimum monthly usage of \$5.00 applies. The Customer will be billed the greater of actual combined intrastate, interstate and international usage or the \$5.00 monthly usage fee in any billing cycle. The minimum usage fee will be waived for the first full or partial billing cycle.

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
2134 W. Laburnum
Richmond, Virginia 23227

Effective:



SECTION 3 - DESCRIPTION OF SERVICE, (Cont'd.)

3.16 Business Bundled Long Distance Service

Business Bundled Long Distance Service is offered to Customers who purchase local and long distance service from the Company in a bundled package. Fixed monthly charges and number of minutes included in the monthly call allowance are found in the Company's local tariff for each particular bundle. Travel Card service is offered in conjunction with Business Bundled Long Distance Service. A per call service charge applies to each completed Travel Card call.

Business Bundled Long Distance Service customers are eligible to subscribe to Inbound Toll Free Service. The Customer, rather than the call originator, is billed for each toll free call. Toll free calls may be originated from any location throughout the continental United States. The customer's usage of Inbound Toll Free Service is not included in the "unlimited" or "member-to-member" usage for the bundled product. The Company offers two Toll Free Services: Standard Toll Free Service and Premier Business 800 Service.

When a Business Bundled Long Distance Service Customer discontinues the local portion of service, but continues to choose the Company's long distance service, the Customer will be charged rates as set forth in 4.14 of this Tariff.

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Richmond, Virginia 23227

Effective:



SECTION 3 - DESCRIPTION OF SERVICE, (Cont'd.)

3.18 Travel Card Service

The Company offers a proprietary calling card which enables the Customer to use the Company's service by dialing a Company-provided access number. Calls are billed in one minute increments after an initial billing increment of one minute. Fractional cents will be rounded up to the next higher penny.

The service charge applies to each completed call, unless otherwise indicated.

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Effective:



SECTION 3 - DESCRIPTION OF SERVICE, (Cont'd.)

3.19 5.9 Cent Affinity Toll Plan

The 5.9 Cent Affinity Toll Plan is available to members of organizations for outbound calling. This plan is only available through Organizations who subscribe to the Company's Affinity Program, which entitles the Organization to receive a commission on revenues received from end users who sign up for service under the program.

Calls are billed in one minute increments after an initial minimum call duration of one minute. To be eligible for this plan, Customers must accept the credit card billing option. If the Customer desires a paper bill, an additional charge of \$1.95 per month applies.

A minimum monthly usage charge of \$5.00 applies. The Customer will be billed the greater of actual combined intrastate, interstate and international usage or the \$5.00 monthly usage fee in any billing cycle. The minimum usage fee will be waived for the first full or partial billing cycle.

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
2134 W. Laburnum
Richmond, Virginia 23227

Effective: April 12, 2007



SECTION 3 - DESCRIPTION OF SERVICE, (Cont'd.)

3.20 Business Stand Alone Long Distance Plan

The Business Stand Alone Long Distance Plan is available to business Customers for outbound calling from lines presubscribed to the Company. Calls are billed in six (6) second increments after an initial minimum call duration of one (1) minute. To be eligible for this plan, Customers must accept the credit card billing option. If the Customer desires a paper bill, an additional charge of \$1.95 per month applies.

A minimum monthly usage charge of \$5.00 applies. The Customer will be billed the greater of actual combined intrastate, interstate and international usage or the \$5.00 monthly usage fee in any billing cycle. The minimum usage fee will be waived for the first full or partial billing cycle.

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
2134 W. Laburnum
Richmond, Virginia 23227

Effective: April 12, 2007



SECTION 3 - DESCRIPTION OF SERVICE, (Cont'd.)

3.21 Stand-Alone Long Distance 5-10 Plan

The Stand-Alone Long Distance 5-10 Plan is available to Customers for outbound calling from lines presubscribed to the Company. Customers must be subscribed to this plan for interstate calling. Interstate usage rates are set forth in the Company's Interstate Rates, Terms, and Conditions. Calls are billed in one (1) minute increments after an initial minimum call duration of one (1) minute. Fractional call charges are rounded up to the next penny. Travel card service is offered in conjunction with this Plan. To be eligible for this plan, Customers must accept the credit card billing option. No Local Connect Surcharge or InterLATA Direct Dial Fee will apply to this service. A minimum monthly charge applies if the Customer's usage charges for a monthly billing period are less than the specified minimum amount.

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
2134 W. Laburnum
Richmond, Virginia 23227

Effective:



SECTION 3 - DESCRIPTION OF SERVICE, (Cont'd.)

3.22 Stand-Alone Long Distance 7-7 Plan

The Stand-Alone Long Distance 7-7 Plan is available to Customers for outbound calling from lines presubscribed to the Company. Customers must be subscribed to this plan for interstate calling. Interstate usage rates are set forth in the Company's Interstate Rates, Terms, and Conditions. Calls are billed in one (1) minute increments after an initial minimum call duration of one (1) minute. Fractional call charges are rounded up to the next penny. Travel card service is offered in conjunction with this Plan. To be eligible for this plan, Customers must accept the credit card billing option. A minimum monthly charge applies if the Customer's usage charges for a monthly billing period are less than the specified minimum amount.

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Effective: April 12, 2007



SECTION 4 - RATES

4.1 General

Each Customer is charged individually for each call placed through the carrier. charges are computed on an airline mileage basis as described in Section 3.4 of this tariff.

Rates vary by mileage band, time of day, call duration and by originating and terminating access type.

Customers are billed based on their use of the Company's long distance service.

4.2 Contractual offerings

The Company may negotiate with customers or prospective customers for the provision of any competitive telecommunications service and may offer or agree to provide such service on such terms and for such rates and charges as it deems reasonable. Special contracts will be filed with and approved by the Commission prior to implementation.

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By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Effective:



SECTION 4 - RATES, (Cont'd.)

4.3 Schedule A

Intrastate Long Distance Rate Table
Standard Switched Access

This rate table applies to customers that access the Company via local exchange company provided switched access.

SCHEDULE A

DAYTIME RATES

<u>Rate Mileage</u>	<u>Initial 18 Seconds or Fraction</u>	<u>Each additional 6 Seconds or Fraction</u>
0 - 292	\$0.0537	\$0.0179
293 - 430	\$0.0537	\$0.0179

EVENING RATES

<u>Rate Mileage</u>	<u>Initial 18 Seconds or Fraction</u>	<u>Each additional 6 Seconds or Fraction</u>
0 - 292	\$0.0498	\$0.0166
293 - 430	\$0.0498	\$0.0166

NIGHT/WEEKEND RATES

<u>Rate Mileage</u>	<u>Initial 18 Seconds or Fraction</u>	<u>Each additional 6 Seconds or Fraction</u>
0 - 292	\$0.0498	\$0.0166
293 - 430	\$0.0498	\$0.0166

Travel Card Charge Per Call:

See Section 4.15

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By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Effective:



SECTION 4 - RATES, (Cont'd.)

4.4 Schedule B

Intrastate Long Distance Rate Table Special Access

This rate table applies to customers that access the Company via dedicated special access channels.
Charges for the special access channel are determined by the special access provider.

SCHEDULE B

DAYTIME RATES

<u>Rate Mileage</u>	<u>Initial 18 Seconds or Fraction</u>	<u>Each additional 6 Seconds or Fraction</u>
0 - 292	\$0.0357	\$0.0119
293 - 430	\$0.0357	\$0.0119

EVENING RATES

<u>Rate Mileage</u>	<u>Initial 18 Seconds or Fraction</u>	<u>Each additional 6 Seconds or Fraction</u>
0 - 292	\$0.0321	\$0.0107
293 - 430	\$0.0321	\$0.0107

NIGHT/WEEKEND RATES

<u>Rate Mileage</u>	<u>Initial 18 Seconds or Fraction</u>	<u>Each additional 6 Seconds or Fraction</u>
0 - 292	\$0.0321	\$0.0107
293 - 430	\$0.0321	\$0.0107

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Effective:



SECTION 4 - RATES, (Cont'd.)

4.5 Switched Inbound Rates

	<u>Rate Per Hour of Use</u>
Day	\$13.68
Evening	\$13.68
Night/Weekend	\$13.68

4.6 Dedicated Inbound Rates

	<u>Rate Per Hour of Use</u>
Day	\$11.63
Evening	\$10.65
Night/Weekend	\$10.00

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Effective:



SECTION 4 - RATES, (Cont'd.)

4.7 Time of Day Rate Periods

Day, evening and night/weekend rates apply for the following products based on the following chart:

	MON	TUES	WED	THU R	FRI	SAT	SUN
8:00 AM TO 5.00 PM*	DAYTIME RATE PERIOD					EVE	
5:00 PM TO 11:00 PM*	EVENING RATE PERIOD						
11:00 PM TO 8.00 AM*	NIGHT/WEEKEND						

* to, but not including

Calls are billed based on the rate in effect for the actual time period(s) during which the call occurs. Calls that cross rate period boundaries are billed the rates in effect in that boundary for each portion of the call.

Time of day periods associated with other products are described in the rate section of those products.

4.8 Other Charges

Optional Account Codes:	\$0.00 per code per month
Initial Installation Fee:	\$0.00 per account code
Directory Assistance:	\$1.99 per call

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Effective:



SECTION 4 - RATES, (Cont'd.)

4.7 Non-Subscriber Calling

Non-subscriber calling is a specialized service allowing Customers to access the Company's network by using the Carrier's access code.

Per Minute Usage Charges are based on airline mileage as calculated using the formula found in Section 3.2 of this tariff. All calls are rounded to the next higher full minute with a minimum billing of one minute per call.

Per Minute Rates:

	DAY		EVENING		NIGHT/WEEKEND	
Mileage Band	1st Minute	Ea.Addl Minute	1st Minute	Ea.Addl Minute	1st Minute	Ea.Addl Minute
1-10	.2300	.1800	.1900	.1425	.1534	.1121
11-16	.2300	.1800	.1900	.1425	.1534	.1121
17-22	.2400	.2100	.1900	.1450	.1534	.1343
23-30	.2400	.2100	.900	.1450	.1534	.343
31-55	.2600	.2500	.1945	.825	.1600	.1600
56-85	.3000	.2800	.2150	.2000	.1665	.1665
86-124	.3000	.2800	.2150	.2000	.1770	.1705
125-196	.3400	.3300	.2500	.2300	.1940	.1940
197-292	.3400	.3300	.2500	.2400	.1940	.1940
292+	.3600	.3500	.2598	.5350	.2013	.2013

Non-subscriber Charge, per Call: \$1.80

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Effective:



SECTION 4 - RATES, (Cont'd.)

4.8 Marketing Partnership Long Distance Savings Plan

	<u>InterLATA</u>	<u>IntraLATA</u>
MP Outbound (1+) Rate Per Minute:	\$0.15	\$0.049
MP Inbound (toll-free) Rate Per Minute:	\$0.15	\$0.049
Travel Card Rate Per Minute:	\$0.249	\$0.249
Travel Card Charge Per Call:	\$0.99	\$0.99
Monthly Recurring Charge, per toll-free number		\$5.00

4.9 Talk America Plan 1 Rates

4.9.1 Usage Charges

	Per Minute
Minimum Monthly Usage	Intrastate
\$50.00	\$0.083
\$100.00	\$0.083
\$150.00	\$0.083

4.9.2 Travel Card Service

Per minute rate:	See Section 4.15
Per call service charge:	See Section 4.15

4.10 Talk America Plan 2 Rates

Rates for this service are the same as the rates that are found in Section 4.8 of this tariff.

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Effective: April 12, 2007



SECTION 4 - RATES, (Cont'd.)

4.8 ISP or AOL Long Distance Savings Plan

	<u>InterLATA</u>	<u>IntraLATA</u>
ISP/AOL LDSP Rate Per Minute:	\$0.15	\$0.049
Travel Card Rate Per Minute:	See Section 4.15	
Travel Card Charge Per Call:	See Section 4.15	

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Effective: April 12, 2007



SECTION 4 - RATES, (Cont'd.)

4.9 Operator Services

4.9.1 Usage Charges

Rate Per Minute	\$0.69
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4.9.2 Per Call Service Charges

The following per-call charges apply in addition to the per minute usage rates when applicable. These charges apply in all rate periods.

Service Charge Per Call

Customer Dialed Card	\$4.95
Operator Dialed Card	\$5.50

	<u>Automated</u>	<u>Operator Assisted</u>
Operator Station		
Billed Collect	\$3.95	\$5.50
Billed to Third Party	\$3.95	\$6.95
Person-to-Person		
All Billing Methods	\$9.95	\$9.95

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Effective: April 12, 2007



SECTION 4 - RATES, (Cont'd.)

4.10 Residential Bundled Long Distance Service

For calls in excess of the call allowance in the local service bundle, the following rate applies and is billed in full minute increments.

When a Bundled Long Distance Service Customer discontinues the local portion of service, but continues to choose the Company's long distance service, the following per minute rate applies on a per call basis to all usage.

4.10.1 Bundle No. 1

Rate Per Minute: \$0.099

Travel Card

Usage Per Minute: See Section 4.15

Service Charge Per Call: See Section 4.15

4.10.2 Bundle No. 2

Rates for Bundle No. 2 are described in Section 4.8 in this Tariff for Marketing Partnership Long Distance Savings Plan.

4.10.3 Bundle No. 3

Rate Per Minute: \$0.095

Travel Card

Usage Per Minute: See Section 4.15

Service Charge Per Call: See Section 4.15

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Effective:



SECTION 4 - RATES, (Cont'd.)

4.10 Residential Bundled Long Distance Service, (Cont'd.)

4.10.4 Bundle No. 4

Rate Per Minute: \$0.095

Travel Card

Usage Per Minute: See Section 4.15

Service Charge Per Call: See Section 4.15

4.10.5 Market Trial Bundle (Bundle V)

Market Trial Bundle (Bundle V) is offered in selected markets and through selected Company sales channels on a trial basis. Market Trial Bundled Service will only be marketed until April 30, 2001, at which time service will continue at the rates specified herein until this rate schedule is withdrawn, subject to the notice conditions specified below. After April 30, 2001, no new Customers may subscribe to the service. Customers with Market Trial Bundled Service will not be eligible to move their service to a new location. Market Trial Bundled Service may be converted to a permanent offering available to all Customers after April 30. Alternatively, the Company may elect to withdraw the offering. If the Market Trial Bundled Service is withdrawn, Customers using the service will be given sixty (60) days notice and may then be moved to an alternative Talk America offering or may elect to obtain service from another carrier.

Rates for Market Trial Bundle (Bundle V) are described in Section 4.8 in this Tariff for Marketing Partnership Long Distance Savings Plan.

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By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Effective:



SECTION 4 - RATES, (Cont'd.)

4.10 Residential Bundled Long Distance Service, (Cont'd.)

4.10.6 Bundle No. 6

Rate Per Minute: \$0.095

Travel Card

Usage Per Minute: See Section 4.15

Service Charge Per Call: See Section 4.15

4.10.7 Bundle No. 8

Rate Per Minute: \$0.069

Travel Card

Usage Per Minute: See Section 4.15

Service Charge Per Call: See Section 4.15

4.10.8 Bundle No. 9*

Rate Per Minute: \$0.059

Travel Card

Usage Per Minute: See Section 4.15

Service Charge Per Call: See Section 4.15

** As of June 22, 2002, this service is grandfathered and only available to existing Customers at existing locations.*

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Richmond, Virginia 23227

Effective:



SECTION 4 - RATES, (Cont'd.)

4.10 Residential Bundled Long Distance Service, (Cont'd.)

4.10.7 Bundle No. X *

Rate Per Minute: \$0.059

Travel Card

Usage Per Minute: See Section 4.15

Service Charge Per Call: See Section 4.15

4.10.8 Bundle No. XI *

Rate Per Minute: \$0.059

Travel Card

Usage Per Minute: See Section 4.15

Service Charge Per Call: See Section 4.15

** As of November 15, 2002, this service is grandfathered and only available to existing Customers at existing locations.*

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Effective:



SECTION 4 - RATES, (Cont'd.)

4.10 Residential Bundled Long Distance Service, (Cont'd.)

4.10.9 Bundle No. XII *

Rate Per Minute: \$0.059

Travel Card

Usage Per Minute: See Section 4.15

Service Charge Per Call: See Section 4.15

4.10.10 Bundle No. XIII *

Rate Per Minute: \$0.059

Travel Card

Usage Per Minute: See Section 4.15

Service Charge Per Call: See Section 4.15

4.10.11 Bundle No. XV (United 1000 Plan v 1.0)

Rate Per Minute: \$0.059

Travel Card

Usage Per Minute: See Section 4.15

Service Charge Per Call: See Section 4.15

** As of March 13, 2004, this service will only be available to current customers' existing lines at current locations.*

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Richmond, Virginia 23227

Effective:



SECTION 4 - RATES, (Cont'd.)

4.10 Residential Bundled Long Distance Service, (Cont'd.)

4.10.12 Bundle No. XVI (United Unlimited Plan v 1.0)

Rate Per Minute: \$0.059

Travel Card

Usage Per Minute: See Section 4.15

Service Charge Per Call: See Section 4.15

4.10.13 Bundle No. XVII (Kentucky 200 Plan)

Rate Per Minute: \$0.050

Travel Card

Usage Per Minute: See Section 4.15

Service Charge Per Call: See Section 4.15

4.10.14 Bundle No. XVIII (United Unlimited Plus Plan)

Rate Per Minute: \$0.059

Travel Card

Usage Per Minute: See Section 4.15

Service Charge Per Call: See Section 4.15

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Effective: April 12, 2007



SECTION 4 - RATES, (Cont'd.)

4.10 Residential Bundled Long Distance Service, (Cont'd.)

4.10.15 Residential Bonus Line for Bundled Plans

Rate Per Minute: \$0.059

4.10.16 Residential Basic Local Plan

Rate Per Minute: \$0.059

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Richmond, Virginia 23227

Effective: April 12, 2007



SECTION 4 - RATES, (Cont'd.)

4.11 Local Exchange Carrier Connected Service

Rate Per Minute: \$0.1500

4.12 Business Standard Discount Service

Rate Per Minute: \$0.054

4.13 3.9 Cent Long Distance Plan

	<u>IntraLATA</u>	<u>InterLATA</u>
Rate Per Minute:	\$0.059*	\$0.059*

**A minimum monthly usage of \$5.00 applies. The Customer will be billed the greater of actual usage or the \$5.00 monthly usage fee in any billing cycle. The minimum usage fee will be waived for the first full or partial billing cycle.*

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
2134 W. Laburnum
Richmond, Virginia 23227

Effective:

April 12, 2007

3/12/2007

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SECTION 4 - RATES, (Cont'd.)

4.14 Business Bundled Long Distance Service

4.14.1 Business Bundle No. 1 **

For billing purposes calls will be billed in six (6) second increments, with a one (1) minute minimum.

Business Bundle Long Distance

	<u>IntraLATA</u>	<u>InterLATA</u>
Rate Per Minute:	\$0.059*	\$0.059*

Inbound Toll Free See Section 4.14.2

4.14.2 Inbound Toll Free Service

4.14.2.1 Standard Toll Free *

Monthly Recurring Fee \$3.00

	<u>IntraLATA</u>	<u>InterLATA</u>
Rate Per Minute:	\$0.079	\$0.079

4.14.2.2 Premier Business 800

Monthly Recurring Fee \$1.00

	<u>IntraLATA</u>	<u>InterLATA</u>
Rate Per Minute:	\$0.059	\$0.059

* As of December 15, 2003 this offering will only be available to current customers at current locations.

** As of March 5, 2004, this offering will only be available to current customers' existing lines at current locations.

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
2134 W. Laburnum
Richmond, Virginia 23227

Effective:



SECTION 4 - RATES, (Cont'd.)

4.14 Business Bundled Long Distance Service

4.14.3 Basic Business Plan

For billing purposes calls will be billed in six (6) second increments, with a one (1) minute minimum.

Business Bundle Long Distance

Rate Per Minute

IntraLATA \$0.059

InterLATA \$0.059

Inbound Toll Free

See Section 4.14.2

4.14.4 Talk America Strictly Business Plan

For billing purposes calls will be billed in six (6) second increments, with a one (1) minute minimum.

Business Bundle Long Distance

Rate Per Minute

IntraLATA \$0.059

InterLATA \$0.059

Inbound Toll Free

See Section 4.14.2

4.14.5 Business Bundle Plan v 1.0

For billing purposes calls will be billed in six (6) second increments, with a one (1) minute minimum.

Business Bundle Long Distance

Rate Per Minute

\$0.059

Inbound Toll Free

See Section 4.14.2

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
2134 W. Laburnum
Richmond, Virginia 23227

Effective:

April 12, 2007



SECTION 4 - RATES, (Cont'd.)

4.14 Business Bundled Long Distance Service, (Cont'd.)

4.14.6 Business Bonus Line for Bundled Plans

For billing purposes calls will be billed in six (6) second increments, with a one (1) minute minimum.

Rate Per Minute	
IntraLATA	\$0.059
InterLATA	\$0.059

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Effective:



SECTION 4 - RATES, (Cont'd.)

4.15 Travel Card Service

4.15.1 Traditional Travel Card

No minimum commitment is required.

Per Minute Rate \$0.249

Per Call Charge \$1.25

4.15.2 High Volume Travel Card

Per Minute Rate \$0.249

Monthly Recurring Charge \$1.95

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Effective:



SECTION 4 - RATES, (Cont'd.)

4.16 5.9 Cent Affinity Toll Plan

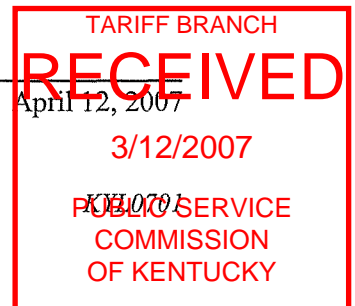
A minimum monthly usage charge of \$5.00 applies. The Customer will be billed the greater of actual combined intrastate, interstate and international usage or the \$5.00 monthly usage fee in any billing cycle. The minimum usage fee will be waived for the first full or partial billing cycle.

Rate Per Minute: \$0.059

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Effective:

April 12, 2007



SECTION 4 - RATES, (Cont'd.)

4.17 Business Stand Alone Long Distance Plan

Rate Per Minute: \$0.059*

**A minimum monthly usage charge of \$5.00 applies. The Customer will be billed the greater of actual combined intrastate, interstate and international usage or the \$5.00 monthly usage fee in any billing cycle. The minimum usage fee will be waived for the first full or partial billing cycle.*

4.18 Stand-Alone Long Distance 5-10 Plan

Minimum Monthly Charge*: \$10.00
Rate Per Minute: \$0.059
Travel Card Service See Section 4.15

**The Customer will be billed the greater of actual combined intrastate, interstate and international usage or the minimum monthly charge in any billing cycle.*

4.19 Stand-Alone Long Distance 7-7 Plan

Minimum Monthly Charge*: \$7.00
Rate Per Minute: \$0.059
Travel Card Service See Section 4.15

**The Customer will be billed the greater of actual combined intrastate, interstate and international usage or the minimum monthly charge in any billing cycle.*

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Richmond, Virginia 23227

Effective: April 12, 2007



SECTION 5 - PROMOTIONAL OFFERINGS

5.1 Talk America December 2000 Market Trials

The following market trials are offered via Company-designated marketing channels, to eligible Customers as described below. These Trial Offerings are available from December 28, 2000 through March 10, 2001, at which time the Customers will be converted to either a permanent version of the offering or to Marketing Partnership Long Distance Savings Plan, Nickel Minute Option. When both interstate and intrastate services are provided, only one monthly recurring charge applies. International calls will be rated at the international rates applicable to ISP Long Distance Savings Plan, Option 1, unless the Customer elects an alternative international calling option.

5.1.1 Market Trial 45-9308

This Market Trial offers up to 200 minutes of intrastate and interstate long distance calling for a fixed monthly recurring charge. The first monthly recurring charge is waived for new Customers. The monthly fee applies per line.

For additional toll usage charges, calls are computed in full minute increments and the minimum call duration for billing purposes is one minute. For purposes of applying these charges, a month corresponds to one full billing cycle.

	Monthly Recurring Charge
1st 200 minutes, per month, per line	\$8.00
Additional intrastate usage charges after the 1st 200 minutes per monthly per line	\$0.099 per minute

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Effective:



SECTION 5 - PROMOTIONAL OFFERINGS, (CONT'D.)

5.1 Talk America December 2000 Market Trials, (cont'd.)

5.1.2 Market Trial 45-9310

This Market Trial offers up to 100 minutes of intrastate and interstate long distance calling for a fixed monthly recurring charge. The first monthly recurring charge is waived for new Customers. The monthly recurring charge applies per line. For purposes of applying these charges, a month corresponds to one full billing cycle.

For additional toll usage charges, calls are computed in full minute increments and the minimum call duration for billing purposes is one minute.

	Monthly Recurring Charge
1st 100 minutes, per month, per line	\$3.00
Additional intrastate usage charges after the 1st 100 minutes per monthly per line	\$0.099 per minute

5.1.3 Market Trial 45-9311

This Market Trial offers up to 200 minutes of intrastate and interstate long distance calling for a fixed monthly recurring charge. The first monthly recurring charge is waived for new Customers. The monthly fee applies per line. For purposes of applying these charges, a month corresponds to one full billing cycle. Additional intrastate usage is rated according to the applicable rates for Marketing Partnership Long Distance Savings Plan.

For additional toll usage charges, calls are computed in full minute increments and the minimum call duration for billing purposes is one minute.

	Monthly Recurring Charge
1st 200 minutes, per month, per line	\$5.95
Additional intrastate usage charges after the 1st 200 minutes per monthly per line	\$0.05 per minute

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
2134 W. Laburnum
Richmond, Virginia 23227

Effective:

April 12, 2007



SECTION 5 - PROMOTIONAL OFFERINGS, (CONT'D.)

5.2 \$10 Credit Card Promotion

This promotion is offered to new and existing Customers who subscribe to one of the Company's local and long distance bundled service offerings under this tariff, and who also choose the option of billing through a major commercial credit card accepted by the Company. The eligible Customer will receive a one-time credit of up to \$10.00 (depending upon the sales channel) which will be applied to their account to be used against current or future billing.

The eligible Customer who discontinues service or whose service is discontinued by the Company forfeits any remaining unused credits.

This offer is valid through August 20, 2001.

Issued: March 12, 2007
By: Martin W. Clift, Jr., Vice President Regulatory Affairs
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Richmond, Virginia 23227

Effective: April 12, 2007

